

# STATUTES<sup>1</sup>

## Stalexport Autostrady Spółka Akcyjna

### I. GENERAL PROVISIONS

#### §1

1. The name of the Company is Stalexport Autostrady Spółka Akcyjna.
2. The Company may use the abbreviated name: Stalexport Autostrady S.A. and a distinctive graphic or word-and-graphic sign (logo).

#### §2

The seat of the Company is the city of Mysłowice.

#### §3 (deleted)

#### §4

The Company operates on the basis of these Statutes, the Commercial Companies Code and other applicable regulations.

### II. SUBJECT OF THE COMPANY'S ACTIVITIES

#### §5

1. Subject of the Company's activities:

- 25.11.Z** Manufacture of metal structures and parts of structures
- 26.30.Z** Manufacture of (tele)communications equipment
- 32.99.Z** Manufacture of other products, n.e.c.
- 33.11.Z** Repair and maintenance of fabricated metal products
- 33.20.Z** Installation of industrial machinery, equipment and outfit
- 38.31.Z** Dismantling of wrecks
- 41.10.Z** Execution of construction projects related to erection of buildings
- 41.20.Z** Construction work for erection of residential and non-residential buildings
- 42.11.Z** Work related to construction of roads and motorways
- 42.12.Z** Work related to construction of railways and underground railways
- 42.13.Z** Construction work for bridges and tunnels

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<sup>1</sup>Consolidated text incorporating amendments adopted by the Ordinary General Meeting of Stalexport Autostrady S.A. on April 04, 2023

- 42.21.Z** Work related to construction of transmission pipelines and distribution networks
- 42.22.Z** Work related to construction of telecommunication and electric power lines
- 42.91.Z** Work related to construction of water engineering structures
- 42.99.Z** Work related to construction of other civil engineering objects, n.e.c.
- 43.21.Z** Electrical installations
- 43.29.Z** Other construction installation work
- 43.32.Z** Joinery installation
- 43.91.Z** Erection of roof constructions and roof coverings (roofing activities)
- 43.99.Z** Other specialized construction work, n.e.c.
- 45.11.Z** Wholesale and retail sale of cars and vans
- 45.19.Z** Wholesale and retail sale of other motor vehicles, excluding motorcycles
- 46.13.Z** Activities of agents involved in the sale of wood (timber) and building materials
- 46.44.Z** Wholesale of porcelain, ceramic and glassware and cleaning products
- 46.51.Z** Wholesale of computers, peripheral equipment and software
- 46.69.Z** Wholesale of other machinery and equipment
- 46.73.Z** Wholesale of wood, building materials and sanitary equipment
- 46.74.Z** Wholesale of metal products, plumbing and heating equipment and supplies
- 46.75.Z** Wholesale of chemical products
- 46.76.Z** Wholesale of other intermediate products
- 46.77.Z** Wholesale of waste and scrap
- 46.90.Z** Non-specialized wholesale trade
- 47.41.Z** Retail sale of computers, peripheral equipment and software in specialized stores
- 47.42.Z** Retail sale of telecommunication equipment in specialized stores
- 49.41.Z** Transportation of goods by road
- 52.10.A** Warehousing and storage of gaseous fuels
- 52.10.B** Warehousing and storage of other goods
- 52.21.Z** Service activities incidental to land transportation
- 52.24.C** Cargo handling at other transshipment points
- 52.29.C** Activities of other transportation agencies
- 59.20.Z** Sound and music recording activities
- 61.30.Z** Satellite telecommunication activities
- 61.90.Z** Other telecommunications activities
- 62.01.Z** Software activities
- 62.02.Z** Computer programming activities
- 62.03.Z** Computer facilities management activities
- 62.09.Z** Other information technology and computer service activities
- 63.11.Z** Data processing; management of websites (hosting) and related activities
- 63.12.Z** Operation of Internet portals (Web portals)
- 63.99.Z** Other information service activities, n.e.c.
- 64.20.Z** Activities of financial holding companies
- 64.30.Z** Activities of trusts, funds and similar financial institutions
- 64.91.Z** Financial lease
- 64.92.Z** Other credit granting forms
- 64.99.Z** Other financial service activities, n.e.c., except insurance and pension funds
- 66.19.Z** Other activities auxiliary to financial services, except insurance and pension funds

- 68.10.Z** Buying and selling of real estate on own account
- 68.20.Z** Rental and management of own or leased real estate
- 68.32.Z** Management of real estate on a fee or contract basis
- 69.20.Z** Accounting and bookkeeping activities; tax consultancy
- 70.10.Z** Activities of head offices and holding companies, excluding financial holdings
- 70.21.Z** Public relations and communications
- 70.22.Z** Other business and management consulting services
- 71.11.Z** Architectural activities
- 71.12.Z** Engineering activities and related technical consultancy
- 71.20.B** Other technical research and analysis
- 73.11.Z** Activities of advertising agencies
- 73.12.A** Intermediation in the sale of advertising time and space on radio and television
- 73.12.B** Intermediation in the sale of advertising space in printed media
- 73.12.C** Intermediation in the sale of advertising time and space in electronic media (Internet)
- 73.12.D** Intermediation in the sale of advertising time and space in other media
- 74.10.Z** Specialized design activities
- 74.90.Z** Other professional, scientific and technical activities n.e.c.
- 77.12.Z** Renting and lease of other motor vehicles, excluding motorcycles
- 77.32.Z** Renting and lease of construction machinery and equipment
- 77.39.Z** Renting and lease of other machinery, equipment and tangible goods n.e.c.
- 77.40.Z** Lease of intellectual property and similar products, except copyrighted works
- 78.10.Z** Activities related to finding jobs and recruiting employees
- 78.20.Z** Activities of temporary employment agencies
- 78.30.Z** Other activities related to placement of employees
- 81.10.Z** Supporting activities related to maintaining order in to buildings
- 82.11.Z** Administrative office support service activities
- 82.19.Z** Photocopying, document preparation and other specialized office support activities
- 82.91.Z** Activities of collection agencies and credit bureaus
- 82.99.Z** Other business support activities n.e.c.
- 85.60.Z** Activities supporting education
- 95.11.Z** Repair and maintenance of computers and peripheral equipment
- 95.12.Z** Repair and maintenance of telecommunications equipment

2. The general meeting of shareholders may adopt a resolution on a significant change in the Company's activities, including without buying back the shares of those shareholders who do not agree to the change, provided that the resolution is adopted by a two-thirds majority of votes in the presence of persons representing at least half of the share capital.

### **III. SHARE CAPITAL**

#### **§6**

The Company's share capital is PLN 185,446,517.25 (one hundred eighty-five million four hundred forty-six thousand five hundred seventeen zlotys 25/100).

#### **§7**

The Company's share capital is divided into 247,262,023 (two hundred and forty-seven million two



hundred and sixty-two thousand twenty-three) ordinary bearer shares with a nominal value of PLN 0.75 (seventy-five cents) each, including 8,341,030 (eight million three hundred and forty-one thousand and thirty) series A shares numbered A 000.000.001 to A 008.341.030, 492,796 (four hundred and ninety-two thousand seven hundred and ninety-six) series B shares numbered B 008. 341.031 to B 008.833.826, 4,000,000 (four million) series D shares with numbers: from D 008.833.827 to D 012.833.826, 94,928,197 (ninety-four million nine hundred and twenty-eight thousand one hundred and ninety-seven) series E shares with numbers: from E 12.833.827 to E 107.762.023, 50,000,000 (fifty million) series F shares numbered F 107.762.024 to F 157.762.023, and 89.500.000 (eighty-nine million five hundred thousand) series G shares numbered G 157.762.024 to G 247.262.023.

All shares of the Company are bearer shares.

#### §8

1. Shares may be cancelled with the shareholder's consent by way of their purchase by the Company under the terms and conditions set forth in the Resolution of the General Meeting of Shareholders
2. *(deleted)*.
- 2a. *(deleted)*.

### IV. AUTHORITIES OF THE COMPANY

#### §9

**The authorities of the Company shall be:**

1. Management Board of the Company.
2. Supervisory Board.
3. General Meeting of Shareholders.

#### A. MANAGEMENT BOARD OF THE COMPANY

#### §10

1. The Management Board consists of 1 to 3 persons.
2. The President of the Management Board is appointed by the Supervisory Board, with other members of the Management Board being appointed by the Supervisory Board at the request of the President of the Management Board.
3. The members of the Management Board shall be appointed for a joint term of three years and their terms of office shall expire no later than on the date of the General Meeting approving the financial statements for the last full financial year in which they served as members of the Management Board.
4. The term of office of the members of the Management Board is calculated in full financial years. Re-appointment of the same person as a member of the Management Board is permitted, but not earlier than one year before the expiry of the current term of office.
5. A member of the Management Board may be dismissed or suspended at any time by the Supervisory Board, as well as by the General Meeting.
6. A person with Polish citizenship and residence in the territory of the Republic of Poland may be appointed as President of the Management Board.

#### §11

1. The Management Board shall manage the affairs of the Company, and the right of a member of the Management Board to represent the Company shall apply to all judicial and extrajudicial actions of the Company.
2. The Management Board shall make its decisions in the form of resolutions or without adopting resolutions. The form of a resolution is required for decisions made on the following matters:
  - 1) acquiring and disposing of real estate or a part thereof, as well as perpetual usufruct or a share therein, with the proviso that if the value of the transaction exceeds five million zlotys, the consent of the Supervisory Board is required,
  - 2) incurring liabilities, including loans, guarantees, etc., with a value exceeding one million zlotys,
  - 3) *(deleted)*,

- 4) convening general meetings and adopting draft resolutions for such meetings,
  - 5) *(deleted)*,
  - 6) acquiring, taking up and disposing of shares or stocks in other companies,
  - 7) establishing a branch or representative office abroad,
  - 8) group layoffs,
  - 9) adoption of an investment plan, sale and lease of an enterprise and a set of tangible and intangible assets, as well as the establishment of usufruct rights thereon.
3. The resolutions of the Management Board are adopted by an absolute majority of votes, and in the event of an equality of votes, the vote the President of the Board is decisive.
  4. The Management Board may also adopt resolutions on all matters it deems relevant and important to the scope of the Company's business and operation.
  5. Resolutions of the Management Board shall be minuted. The minutes should include the agenda of the meeting, the names of the Management Board members participating in the vote and the number of votes cast for each resolution. The minutes shall also indicate the dissenting opinion of the member of the Management Board and the reasons for it, if any. The minutes shall be signed by at least the member of the Management Board chairing the meeting or managing the vote.
  6. The Management Board may adopt its regulations. The regulations of the Management Board shall be approved by the Supervisory Board.

#### **§12**

If the Management Board is composed of more than one person, the following are authorized to make statements on behalf of the Company:

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|---------------|--|
| independently | – President of the Management Board,           |
| jointly       | – two members of the Management Board,         |
| or            | – member of the Management Board with a proxy. |

#### **§13**

The remuneration and other terms and conditions of employment of members of the Management Board are determined by the Supervisory Board, by concluding appropriate agreements with them, and represents the Company in any disputes with members of the Management Board.

### **B. SUPERVISORY BOARD**

#### **§14**

1. The Supervisory Board consists of 5 (five) to 9 (nine) members, including the Chairperson and his Deputy. The number of members of the Supervisory Board for a given term is determined by the General Meeting.
2. The term of office of the Supervisory Board lasts three years. The term of office is calculated in full financial years. The terms of office of the members of the Supervisory Board shall expire on the date of the General Meeting approving the financial statements for the last full financial year in which they served as members of the Supervisory Board.
3. Members of the Supervisory Board are appointed for a joint term of office. The term of office of a member of the Supervisory Board appointed before the expiration of a given term of office of the Board shall expire simultaneously with the expiration of the terms of office of the remaining members of the Supervisory Board.
4. Members of the Supervisory Board are appointed and dismissed by the General Meeting. Members of the Supervisory Board shall elect from among themselves the Chairperson of the Supervisory Board, and a Deputy Chairperson upon his motion.
5. In the event of the death or resignation of a member of the Supervisory Board, the Board shall be entitled to continue its work for the term in question, provided that the number of its remaining members is not less than the number specified in Article 385 § 1 of the Commercial Companies Code. The provision of paragraph 6 of this section shall apply accordingly.
6. The Supervisory Board should also include at least two independent members, i.e. free of any ties

that could significantly affect the ability of an independent member to make impartial decisions.

7. The criteria for independence of members of the Supervisory Board and other related issues shall be specified in detail in the bylaws of the Supervisory Board.

#### **§15**

1. The Supervisory Board shall elect a Chairperson of the Supervisory Board, a Deputy Chairperson of the Supervisory Board and a Secretary at its first meeting and shall hold a by-election at its next meeting if necessary.
2. The Chairperson of the Supervisory Board or his deputy, or a person designated by the Chairperson, convenes the meetings of the Board and presides at them. The Chairperson of the Supervisory Board of the previous term or a member of the Supervisory Board designated by the Chairperson shall convene and open the first meeting of the newly elected Board and preside at the meeting until the election of the Chairperson of the Board. If the first meeting of the Supervisory Board is not convened as described above within 14 days from the date of election – any of the elected members of the Supervisory Board shall be entitled to convene the first meeting.
3. The Supervisory Board may dismiss the Chairperson, the Deputy Chairperson or the Secretary of the Supervisory Board.

#### **§16**

1. Meetings of the Supervisory Board should be convened as needed, but at least once in each quarter of the financial year.
2. The Chairperson of the Supervisory Board or his deputy is obliged to convene a meeting of the Board at the request of the Management Board or a member of the Board containing the proposed agenda, within two weeks of receiving the request.
3. If the Chairperson of the Supervisory Board or his deputy fails to convene a meeting, in accordance with paragraph 2, the applicant may convene the meeting himself, stating the date, place and proposed agenda.

#### **§17**

1. Subject to the provisions of paragraph 2, the Supervisory Board shall adopt resolutions by an absolute majority of votes, i.e., by a number of votes exceeding half of the valid votes cast, with at least half of the Supervisory Board present.
2. The Supervisory Board adopts its bylaws, which specify in detail the procedure of its proceedings.
3. Members of the Supervisory Board may participate in the adoption of resolutions of the Board by casting their vote in writing through another member of the Supervisory Board, with the exception of matters placed on the agenda at a meeting of the Board.
4. Members of the Supervisory Board may participate in the adoption of resolutions by casting their vote in writing or by means of direct remote communication, provided that all members of the Board are notified of the content of the draft resolution.
5. Resolutions may only be passed on matters included in the agenda of the meeting, unless all members of the Supervisory Board are present at the meeting and agree to supplement the agenda and to vote on a matter not previously included in the agenda.
6. The performance by the Management Board of the disclosure obligations set out in Article 380<sup>1</sup> § 1 and 2 of the Code of Commercial Companies is excluded. The Supervisory Board is authorized, by means of a resolution, to determine the rules for the provision of information to the Supervisory Board by the Management Board.

#### **§18**

1. The Supervisory Board shall exercise day-to-day supervision over all of the Company's activities.
2. Specific duties of the Supervisory Board include:
  - 1) evaluation of the Management Board's reports on the Company's operations and financial statements for the past financial year, in terms of their compliance with the books and

- documents, as well as with the facts,
- 2) evaluation of the Management Board's proposals for distribution of profit or coverage of loss,
  - 3) preparing and submitting to the general meeting an annual written report for the previous financial year (report of the Supervisory Board) in accordance with Article 382 § 3<sup>1</sup> of the Code of Commercial Companies.
3. The powers of the Supervisory Board further include:
- 1) approving the Regulations of the Company's Management Board,
  - 2) appointing and dismissing individual or all members of the Management Board,
  - 3) concluding contracts with members of the Management Board, including determining the remuneration and other terms and conditions for performing the functions of a member of the Management Board,
  - 4) determining remuneration for a Board member delegated to permanently perform individual supervision in the event that the General Meeting entrusts such authority,
  - 5) suspending, for valid reasons, individual or all members of the Management Board,
  - 6) delegating members of the Supervisory Board to temporarily perform the activities of members of the Management Board unable to perform their duties,
  - 7) granting permission for a reduction in employment if it is in the nature of a so-called group layoff as defined by the regulations,
  - 8) selection of an audit firm to audit financial statements,
  - 9) granting permission for the acquisition and disposal of real estate, perpetual usufruct or a share in real estate with a value exceeding five million zlotys,
  - 10) granting permission to the Management Board to acquire and take up shares in other companies, the value of which at one time exceeds one million zlotys or 25% in the share capital of such company,
  - 11) granting permission to establish a branch or representative office abroad,
  - 12) approving the investment plan for the Company and the Stalexport Autostrady Group,
  - 13) considering and issuing opinions on matters to be the subject of General Meeting resolutions, including in particular draft resolutions presented by the Management Board at General Meetings,
  - 14) consenting to the granting of guarantees or sureties, as well as to the incurring of other off-balance sheet liabilities, the value of which exceeds PLN five million at one time,
  - 15) at the request of the Management Board, granting consent to the issuance of bonds other than convertible bonds and bonds with priority rights,
  - 16) at the request of the Management Board, expressing consent on the transfer of rights and obligations arising from permits and concessions granted to the Company by relevant administrative authorities,
  - 17) at the request of the Management Board, expressing an opinion on the sale and lease of an enterprise and a set of tangible and intangible components, as well as the establishment of a right of usufruct thereon,
  - 18) at the request of the Management Board, expressing consent on the disposal of shares and stocks in companies for which Stalexport Autostrady S.A. is the parent company,
  - 19) granting consent for members of the Company's Management Board to sit on management or supervisory boards of companies outside the Company's Group.

#### §19

1. The Supervisory Board shall perform its duties collectively but may delegate its members to perform specific supervisory activities independently and may establish ad hoc or standing Committees, consisting of members of the Supervisory Board to perform specific supervisory activities (Supervisory Board Committee).
2. Members of the Supervisory Board shall exercise their rights and duties in person.

### C. GENERAL MEETING

#### §20

1. An Ordinary General Meeting shall be held within 6 months after the end of each financial year.
2. An Extraordinary General Meeting may be held at any time when the bodies or persons authorized to convene General Meetings deem it advisable, in compliance with the applicable procedures.
3. The General Meeting is convened by the Company's Management Board.
4. The General Meeting shall be convened by means of an announcement made at least twenty-six days before the date of the meeting, on the company's website and in the manner prescribed for the transmission of current information, in accordance with the provisions of the Act on Public Offering and the Conditions for Introducing Financial Instruments to the Organized Trading System and on Public Companies.
5. The Supervisory Board shall have the right to convene an Ordinary General Meeting of Shareholders if the Management Board fails to convene it by the date specified in paragraph 1, and an Extraordinary General Meeting of Shareholders if it deems it advisable to convene it.
6. A shareholder or shareholders representing at least 1/20 of the share capital may demand the convening of an Extraordinary General Meeting.

#### §21

1. The General Meeting may adopt resolutions only on matters included in the agenda, unless the entire share capital is represented and none of those present objects to the adoption of the resolution.
2. Motions of a procedural nature and a motion to convene an Extraordinary General Meeting may be voted on and resolutions adopted in this regard even though they were not included in the agenda.
3. Removal from the agenda or abandonment of consideration of an item placed on the agenda at the request of shareholders requires the adoption of a resolution of the General Meeting, after prior approval by all shareholders present who submitted such a request, supported by at least 75% of the votes of the General Meeting.

#### §22

General Meetings shall be held at the Company's headquarters or in Katowice, Poland.

#### §23

1. The General Meeting of Shareholders shall be opened by the Chairperson of the Supervisory Board, Deputy thereof or other member of the Supervisory Board, and in the absence of members of the Supervisory Board – President of the Management Board or a person appointed in writing by the Management Board. The Chairperson shall be elected from persons authorized to participate in the General Meeting.
2. The General Meeting may adopt its own regulations, specifying in detail the conduct of the meeting.

#### §24

1. The resolutions of the General Meeting of Shareholders require, in particular:
  - 1) approval, after review, of the Management Board's report on the Company's operations and financial statements for the previous financial year,
  - 2) distribution of profit or coverage of loss,
  - 3) granting discharge to members of the Management Board and members of the Supervisory Board for the performance of their duties,
  - 4) sale and lease of an enterprise or its organized part, and establishment of a limited right in rem thereon,
  - 5) issuance of convertible or priority bonds,
  - 6) consideration and approval of the financial statements of the Stalexport Autostrady Group,



- 7) amendment of the Company's Statutes, including a change in the Company's object of business, increase or reduction of the share capital, as well as redemption of shares,
- 8) significant change in the Company's object of operations,
- 9) dissolution and liquidation of the Company,
- 10) merger, division and transformation of the Company,
- 11) appointment of members of the Supervisory Board after prior determination of the number of its members for a given term and their dismissal,
- 12) determining the rules of remuneration for appointed members of the Supervisory Board,
- 13) determining the rules of remuneration for Supervisory Board advisors selected to investigate a specific matter related to the Company's operations or its assets.

#### **§25**

Subject to applicable laws, the object of the Company's business may be changed without the obligation to repurchase shares.

### **V. MANAGEMENT OF THE COMPANY**

#### **§26**

The financial year of the Company shall be the calendar year.

#### **§27**

1. Reserve capital shall be created to cover losses, ultimately up to an amount not less than 1/3 of the share capital.
2. The Company may establish other reserve capitals to cover special losses or expenses.

#### **§28**

1. Shareholders are entitled to share in the profit shown in the financial statements, provided that the General Meeting passes a resolution to that effect.
2. The General Meeting of Shareholders shall determine the day of the dividend and the date of its payment.

### **VI. FINAL PROVISIONS**

#### **§29**

1. The Company shall publish its announcements in the Court and Economic Journal.
2. In addition, each announcement of the Company shall be posted at the Company's headquarters in places accessible to all employees.